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7 *Attorneys for Debtors and Reorganized Debtors*

8
9 **UNITED STATES BANKRUPTCY COURT**
NORTHERN DISTRICT OF CALIFORNIA
10 **SAN FRANCISCO DIVISION**

11
12 **In re:**

13 **PG&E CORPORATION,**

14 **- and -**

15 **PACIFIC GAS AND ELECTRIC**
16 **COMPANY,**

17 **Debtors.**

- 18 ☐ Affects PG&E Corporation
19 ☐ Affects Pacific Gas and Electric Company
20 ☒ Affects both Debtors

21 ** All papers shall be filed in the Lead Case, No.*
22 *19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

DECLARATION OF ROBB MCWILLIAMS
IN SUPPORT OF REORGANIZED
DEBTORS' FIFTY-FOURTH OMNIBUS
OBJECTION TO CLAIMS (SATISFIED
CLAIMS)

Response Deadline:
January 26, 2021, 4:00 p.m. (PT)

Hearing Information If Timely Response Made:

Date: February 9, 2021

Time: 10:00 a.m. (Pacific Time)

Place: (Telephonic Appearances Only)

United States Bankruptcy Court

Courtroom 17, 16th Floor

San Francisco, CA 94102

1 I, Robb C. McWilliams, pursuant to section 1746 of title 28 of the United States Code, hereby
2 declare under penalty of perjury that the following is true and correct to the best of my knowledge,
3 information, and belief:

4 1. I am a Managing Director at the firm of AlixPartners, LLP ("**AlixPartners**"), which is
5 an affiliate of both AlixPartners, LLC and AP Services, LLC, ("**APS**"). APS was previously retained to
6 provide interim management services to PG&E Corporation and Pacific Gas and Electric Company, as
7 debtors and reorganized debtors (collectively, the "**Debtors**," and as reorganized pursuant to the Plan,
8 the "**Reorganized Debtors**") in the above-captioned chapter 11 cases (the "**Chapter 11 Cases**"). I
9 submit this Declaration in support of the *Reorganized Debtors' Fifty-Fourth Omnibus Objection to*
10 *Claims (Satisfied Claims)* (the "**Omnibus Objection**"),¹ filed contemporaneously herewith.

11 2. In my current position, I am responsible for overseeing the Bankruptcy Case Management
12 component of AlixPartners' assignment to assist the Reorganized Debtors with various matters related
13 to these Chapter 11 Cases. My area of responsibility includes the effort by AlixPartners, in coordination
14 with the Reorganized Debtors, to review and assess the validity of all claims asserted against the Debtors,
15 other than (a) Fire Claims and Subrogation Wildfire Claims and (b) providing limited support with
16 respect to Securities Claims. I am generally familiar with the Reorganized Debtors' day-to-day
17 operations, financing arrangements, business affairs, and books and records. Except as otherwise
18 indicated herein, all facts set forth in this Declaration are based upon my personal knowledge, the
19 knowledge of other APS professionals working under and alongside me on this matter, my discussions
20 with the Reorganized Debtors' personnel, the Reorganized Debtors' various other advisors and counsel,
21 and my review of relevant documents and information prepared by the Reorganized Debtors. If called
22 upon to testify, I would testify competently to the facts set forth in this Declaration. I am authorized to
23 submit this declaration on behalf of the Reorganized Debtors.

24 3. The AlixPartners team under my supervision has been actively and intimately involved
25 in the claims review and reconciliation process since shortly after the filing of these Chapter 11 Cases.
26 AlixPartners initially assisted the Debtors in the preparation of their bankruptcy schedules based on the

27 _____
28 ¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in
the Omnibus Objections.

1 Debtors' books and records. As claims were filed, AlixPartners coordinated with the Debtors the process
2 of reconciling filed claims with the Debtors' schedules and books and records to determine the validity
3 of filed claims based on those schedules and books and records. AlixPartners has developed and
4 maintains a claims reconciliation database and various data management applications that are used by
5 the Reorganized Debtors and AlixPartners to identify both valid claims as well as claims that are not
6 valid in whole or in part and the appropriate grounds for objection to such claims. AlixPartners is now
7 supporting, and will continue to support, the efforts of the Reorganized Debtors and their counsel to
8 resolve disputed claims, including by formal objections as necessary.

9 4. As part of the claims review and reconciliation process described above, the AlixPartners
10 team, working with the Reorganized Debtors' personnel and other professionals, has identified a number
11 of filed and scheduled claims that have been fully paid—and thus completely satisfied and released—
12 prior to the commencement of or over the course of these Chapter 11 Cases. The Omnibus Objections
13 are directed to some of those claims—those specifically identified in **Exhibit 1** to each Omnibus
14 Objection, in the column headed "Claims To Be Disallowed and/or Expunged," and referred to in the
15 Omnibus Objections as "Satisfied Claims." **Exhibit 1** to each Omnibus Objection was prepared by the
16 AlixPartners team under my overall supervision, and I am familiar with both documents, their contents,
17 and the process under which they were prepared.

18 5. **Exhibit 1** to each Omnibus Objection also identifies in the "Basis for Objection" that the
19 Satisfied Claims are classified as one of the following:

20 (a) "Cure Payments," referring to Claims paid in their entirety as a cure as part of the
21 assumption of an executory contract or unexpired lease that was assumed on the Effective Date
22 pursuant to the Plan and Confirmation Order;

23 (b) "Other Satisfied," referring to claims that have otherwise been satisfied prior to or
24 during the pendency of these Chapter 11 Cases, in most cases by payments pursuant to an order
25 granting one of the Debtors' first day motions;

26 (c) "Engineering Advances and Other Refunds" based on prepetition refund obligations
27 asserted under the Debtors' customer programs, such as engineering advances when Customers
28 apply for new line extension or relocation projects, which are applied to the cost of the project

1 (the “**Engineering Advances**”), and various other small refund programs (the “**Engineering**
2 **Advances and Other Refunds**”). These refunds were paid by the Debtors pursuant to the *Final*
3 *Order Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 507(a)(7) and Fed. R. Bankr. P. 6003 and*
4 *6004 (I) Authorizing Debtors to (A) Maintain and Administer Customer Programs, Including*
5 *Public Purpose Programs, and (B) Honor Any Prepetition Obligations Relating Thereto; and*
6 *(II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfer*
7 [Docket No. 843].

8 (d) “Beneficial Bondholder Claims,” which means that the Satisfied Claims were asserted
9 by individual bondholders and are redundant of claims held by (a) BOKF, NA, in its capacity as
10 successor indenture trustee under the Indentures dated as of (i) April 22, 2005 Supplementing,
11 Amending and Restating the Indenture of Mortgage Dated March 11, 2004 (ii) November 29,
12 2017 and (iii) August 6, 2018, each as supplemented or amended and (b) Deutsche Bank National
13 Trust Company, in its capacity as Indenture Trustee under the Indentures dated as of (i)
14 September 1, 2008 and (ii) April 1, 2010. Not only are these Satisfied Claims essentially
15 duplicative of each respective indenture trustee’s claims, they also have been satisfied pursuant
16 to the Plan.

17 6. Based on AlixPartners’ review of the Reorganized Debtors’ books and records and my
18 team’s consultations with the Reorganized Debtors’ personnel, each of the Satisfied Claims identified
19 on Exhibit 1 to each Omnibus Objection has been satisfied prior to or over the course of the Chapter 11
20 Cases.

21 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and
22 correct to the best of my knowledge, information, and belief. Executed this twenty-third day of
23 December, 2020, in Dallas, Texas.

24 /s/ Robb McWilliams
Robb McWilliams